



NACL Industries Limited

(CIN: L24219TG1986PLC016607)

Registered Office: Plot No.12-A, "C" Block, Lakshmi Towers, No.8-2-248/1/7/78, Nagarjuna Hills,
Panjagutta, Hyderabad-500082, Telangana State, India
Phone: 040-24405100; e-mail: investors@naclind.com; Website: www.naclind.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member,

NOTICE is hereby given to the Members of M/s. NACL Industries Limited ('the Company') pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting the process of postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 3/2022 dated May 5, 2022; 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 including any other circular issued in this regard ('relevant Circulars'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard-2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, that the Resolutions as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

In compliance with the above-mentioned MCA Circulars, this Postal Ballot Notice (Notice) is being sent by NACL Industries Limited (the Company) only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (RTA)/ Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only be voted through the remote e-voting system. The Company has engaged in the services of Central Depository Securities Limited (CDSL) for the purpose of providing a remote e-voting facility for its members. The remote e-voting window shall remain open from 09:00 a.m. IST on Saturday, May 10, 2025, ends at 05:00 P.M. IST on Sunday, June 08, 2025, and the remote e-voting shall be disabled thereafter. Members are, therefore, requested to cast their votes on or before the above-mentioned date and time.

An Explanatory Statement, pursuant to Sections 102(1), 110 of the Act and the relevant information required under Regulation 36 of the SEBI Listing Regulations setting out all material facts relating to the resolutions mentioned in this Notice of Postal Ballot is annexed hereto.

Special Business

Item No.1: To approve the appointment of Mr. Veera Bhadram Garimella (DIN: 00114611) as a Director of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendments, modifications, or re-enactments thereof, from time to time), and in accordance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Article 131 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee. Mr. Veera Bhadram Garimella (DIN: 00114611), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 12, 2025, and in respect of whom a valid notice in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director has been received, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any person authorized by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

Item No.2: To approve the appointment of Mr. Veera Bhadram Garimella (DIN- 00114611) as a Whole-Time Director of the Company and the remuneration payable to him:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, from time to time) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the enabling provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded to appoint Mr. Veera Bhadram Garimella (DIN- 00114611) as a Whole-Time Director for a period of Two years (02) with effect from March 12, 2025 to hold office up to March 11, 2027 upon the terms and conditions including remuneration as set out below and in the Agreement entered or to be entered into between the Company and Mr. Veera Bhadram Garimella in this regard, with liberty to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to alter and vary any such terms and conditions of the said appointment/remuneration in such manner as may be agreed to between the Board and Mr. Veera Bhadram Garimella.”

- 1) Remuneration: Rs 3,00,00,000/- per annum (it includes Basic Salary, HRA, Special Allowance and other allowances, Leave Travel Allowance (LTA), Medclaim Insurance coverage, Personal Accident Insurance etc.).
- 2) Annual Performances Bonus: 1 % of the Net Profits of the Company. The Net Profit hereit means Consolidated Profit after Tax (PAT) of the Company, as per the Audited Financial Statements for the immediate preceding financial year.
- 3) Medclaim: The Company’s Medical Insurance Scheme shall cover Mr. Bhadram, his Spouse, dependent children and parents.
- 4) GPAP: Mr. Bhadram will be covered under the Group Personal Accident Policy of the Company.
- 5) Club Membership: Free Club Membership not exceeding two Clubs.

- 6) A Chauffeur driven Car including running and maintenance expenses
- 7) He will be eligible for leave as per the rules of the Company.

RESOLVED FURTHER THAT if in any financial year during his aforesaid term of office, as such, the Company has no profits as computed in accordance with Section 198 of the Companies Act 2013, or such profits are inadequate, Mr. Veera Bhadram Garimella (DIN- 00114611) shall be paid the above remuneration as Minimum Remuneration.

RESOLVED FURTHER THAT the aforesaid constituents of Remuneration may be altered or interchangeable /modifiable at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

RESOLVED FURTHER THAT the terms of appointment between the Company and Mr. Veera Bhadram Garimella carries a condition that it may be terminated by either party by giving to the other party three months' notice in writing and the Agreement entered or to be entered into between the Company and Mr. Veera Bhadram Garimella in this regard shall be binding on both the parties.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary, modify, or amend, from time to time, any of the terms and conditions relating to the appointment and/or remuneration of Mr. Veera Bhadram Garimella (DIN: 00114611), including any subsequent modifications or amendments thereto, in such manner as may be deemed appropriate by the Board and to Mr. Garimella; and that all such changes, variations, or revisions, as may be considered necessary or expedient by the Board, shall be effective and binding without requiring any further approval or consent of the members of the Company, who shall be deemed to have expressly accorded their approval thereto by virtue of the authority conferred under this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any person authorized by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution

By order of the Board
For **NACL Industries Limited**

sd/-

Date: May 09, 2025
Place: Hyderabad

Satish Kumar Subudhi
Vice President – Legal & Company Secretary
(FCS-9085)

Notes:

Statement pursuant to Sections 102 and 110 of the Act, Secretarial Standards-2(SS-2), SEBI Listing Regulations setting out the material facts and the reasons for the proposed Resolutions above, is annexed herewith for your consideration.

- 1) The Explanatory Statement, pursuant to Sections 102(1) and 110 of the Companies Act, 2013 (the Act), is annexed hereto. The relevant details of the person seeking appointment as a Whole-Time Director, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) are also annexed to the Notice.
- 2) This Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / list of Beneficial Owners as received from the National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) and whose email address is registered with the Company/RTA/Depository Participant(s), as on **Friday, May 02, 2025 (“Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions are restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
- 3) Members may note that the Notice of the Postal Ballot along with enclosure will be made available on the Company’s website www.naclind.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>.
- 4) The Board of Directors of the Company has appointed Mr. S. Srikanth, Partner (M.No. A22119), representing M/s. B S S & Associates, Company Secretaries, as Scrutinizer to conduct the postal ballot e-voting process in a fair and transparent manner.
- 5) The voting shall commence on **Saturday, May 10, 2025, at 09:00 A.M. (IST)** and shall end on **Sunday, June 08, 2025 at 05:00 P.M. (IST)** on. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- 6) The voting rights of the Members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date.
- 7) The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e- voting, make a Scrutinizer’s report and submit the same to the Chairperson or a person authorized by her in writing. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.naclind.com and on the website of CDSL. The results shall be simultaneously communicated to the Stock Exchanges.
- 8) The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **Sunday, June 08, 2025**. Further, the resolutions passed by the members through the postal ballot are deemed to have been passed as if it were passed at a General Meeting of the Members. The resolution for the appointment of Whole-Time Director requires a Special Resolution, which shall be declared as passed when more than 75% of the total valid votes cast are in favor of the resolution.
- 9) The vote in this Postal Ballot cannot be exercised through proxy.
- 10) The Company has engaged the services of M/s. Central Depository Services (India) Limited (CDSL) as the Agency to provide e-voting facility.

11) Instructions about Voting:

In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolutions as set out in this Postal Ballot Notice.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

a) Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi/Easiest facility can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab.2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will be opened. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service

	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

b) Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, if company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the relevant EVSN for ‘NACL Industries Limited’ on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- c) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@naclind.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

d) Process for those shareholders whose email/mobile no. are not registered with the Company/ Depositories.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Annexure to the Notice

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No. 1 & 2: To approve the appointment of Mr. Veera Bhadram Garimella (DIN- 00114611) as a Whole-Time Director of the Company and the remuneration payable to him:

The Members may note that, pursuant to the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors has appointed Mr. Veera Bhadram Garimella as an Additional Director and a Whole-Time Director of the Company. Mr. Veera Bhadram Garimella has been associated with the Company since April 23, 2023, initially as a Business Advisor and subsequently as President and Senior Management Personnel from December 13, 2024 to March 11, 2025. In compliance with Sections 196, 197, 198, 203, and other relevant provisions of the Companies Act, 2013, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, in its meeting held on March 12, 2025, approved Mr. Garimella's appointment as an Additional Director and Whole-Time Director for a period of two consecutive years commencing from March 12, 2025 and also designated as Key Managerial Personnel (KMP). This appointment is subject to the approval of the shareholders, and the remuneration payable to him is as set out in the resolution at Item No. 2 of the Notice.

Mr. Veera Bhadram Garimella (DIN: 00114611), who was appointed by the Board of Directors as an Additional Director of the Company in accordance with Sections 197, 198, 203, and Schedule V of the Act with effect from March 12, 2025, and in respect of whom a valid notice in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director has been received, he and is hereby appointed as a Director of the Company and upon receipt of his written consent to act as a Whole-Time Director along with Form DIR-2 and DIR-8 confirming his eligibility under Section 164 of the Companies Act, 2013.

Furthermore, Mr. Veera Bhadram Garimella has confirmed that he is not debarred from holding the office of Director under any SEBI order or similar authority, as per BSE circular no. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018.

His brief resume, along with his expertise, directorships, and committee memberships/chairmanships, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), is enclosed as an annexure to this notice.

A statement pursuant to Schedule V Part II Section II of the Companies Act, 2013, is annexed herewith as Annexure- II.

In accordance with the provisions of Sections 196, 197, 198 & other applicable provisions of the Act, read with Schedule V to the said Act and Listing Regulations, the proposed re-appointment and the terms of remuneration payable to Mr. Garimella Veera Bhadram require approval of members by passing a Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the resolutions set out at Item Nos. 1 and 2 of this Notice for the approval of the Members. In accordance with the provisions of Section 190 of the Companies Act, 2013, the details pertaining to the appointment of Mr. Garimella Veera Bhadram as Whole-Time Director, as specified in the resolutions along with the accompanying Explanatory Statements, may be treated as deemed memorandum setting out the terms and conditions of his appointment.

Save and except Mr. Garimella Veera Bhadram himself and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested financially or otherwise, in the Company resolutions set out at the Item No. 1 & 2 of the Notice.

By order of the Board
For **NACL Industries Limited**

sd/-

Date: May 09, 2025

Place: Hyderabad

Satish Kumar Subudhi
Vice President – Legal & Company Secretary
(FCS-9085)

ANNEXURE - I

Details of Director seeking appointment

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards - 2 on General Meeting)

Resolution No.	1 & 2
Name of the Director	Mr. Veera Bhadram Garimella
Directors Identification Number (DIN)	00114611
Age	66 years
Date of first appointment on the Board	March 12, 2025
Qualifications	B.Sc. in Agriculture, M.Sc. in Agri Economics, PGDM in Agriculture from IIM Ahmedabad and Advanced Management Programme at Harvard Business School
Brief Profile including experience and nature of expertise in specified functional areas.	Mr. Bhadram, a professional with over four decades of leadership experience in Agri-industry, across organizations such as Nagarjuna Group, Coromandel International, SML Group, and NACL Industries, where he is currently a Business Advisor. He has held senior leadership roles, including serving as President and Whole-Time Director at Sabero Organics, President and Business Head at Coromandel International, and CEO of the SML Group. He is recognized for driving business growth, M&A success, and operational turnarounds, particularly with FICOM Organics and Sabero Organics. His expertise and focus on profitability will be invaluable for our Company's next growth phase.
Skills and capabilities required for the role and the manner in which the director meets such requirements	As provided in this explanatory statement.
Terms and conditions of re-appointment.	Appointment as a Director and as a Whole-Time Director for a period of 2 years, commencing from March 12, 2025, to March 11, 2027 [Refer Item No. 2 of the Notice and Explanatory Statement].
Details of remuneration sought to be paid	Remuneration as specified in Resolution at item no.2 of this notice and as a whole-time director, he is not entitled for sitting fee for attending the meetings.
Details of remuneration last drawn (FY 2023-24)	1)Business Advisor (from April 24, 2023, to December 12, 2024): Rs.60,00,000 lakhs P.A. (plus Applicable GST) 2)President & Senior Managerial Personnel (SMP) (from December 13, 2024 to March 11,2025): Rs.2,00,00,000 Crs. P.A. (Inclusive of Variable/performance-based incentive of Rs. 80 lakhs)
No. of Board Meetings attended during the year.	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Shareholding in the Company as on 12.03.2025	Holds 3000 (Three Thousand Only) shares
List of other Companies in which Directorship (excluding Foreign, Private and Section 8 Companies).	Nil
List of Entities from which the person has resigned in the past three years.	Nil

Chairperson/Member of the Mandatory Committees of the Board of the Other Companies on which he is a Director.	Nil
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ANNEXURE II

Details as Required Under Schedule V Part II Section II of Companies Act, 2013

A. General information:

1. Nature of industry:

NACL operates in the Agri-inputs industry, having established itself as a prominent agrochemical company since its inception in 1993. Initially focused on manufacturing Active Ingredients, the Company has expanded into a diversified business covering Domestic Retail, B2B, and Export segments, catering to several global MNCs through long-standing partnerships. Over the years, NACL has emerged as a strong player in the formulations segment, offering a wide portfolio of more than 50 products across all major crop categories. Its formulations span key segments such as Insecticides, Herbicides, Fungicides, and Plant Growth Regulators, positioning the Company as a comprehensive solutions provider in the agriculture sector.

2. Date or expected date of commencement of commercial production:

The Company has already commenced its commercial production. Company received certificate of commencement of business on November 11, 1986.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators

Particulars	Amount (₹ in lakhs)		
	FY 2023-24	FY 2022-23	FY 2021-22
Net Sales/Income from Operations	1,78,084	2,11,600	1,63,335
Profit from operations before other income	787	8,110	5,622
Finance costs and exceptional items			
Other Income	990	1,255	1,640
Finance Cost	6,010	4,409	2,984
Exceptional items	-	-	-
Profit /(loss) before tax	(6,213)	13,774	10,246

5. Foreign investments or collaborations, if any.

Not Applicable

B. Information about the appointee:

S. No.	Name of Director/ Particulars Background details	Mr. Garimella Veera Bhadram
1)	Brief Resume of Director and nature of his expertise in specific functional areas	Mr. Bhadram, a professional with over four decades of leadership experience in Agri-industry, across organizations such as Nagarjuna Group, Coromandel International, SML Group, and NACL Industries, where he is currently a Business Advisor. Holding a B.Sc. in Agriculture, an M.Sc. in Agri Economics, and a PGDM in Agriculture IIM Ahmedabad, he also the Advanced Management Programme from Harvard Business School completed in 2009. He has held senior leadership roles, including serving

		as President and Whole-Time Director at Sabero Organics, President and Business Head at Coromandel International, and CEO of the SML Group. He is recognized for driving business growth, M&A success, and operational turnarounds, particularly with FICOM Organics and Sabero Organics. His expertise and focus on profitability will be invaluable for our Company's next growth phase.
2)	Past Remuneration 1) Business Advisor (from April 24, 2023, to December 12, 2024) 2) President & Senior Managerial Personnel (SMP) (from December 13, 2024 to March 11, 2025)	1) Rs. 60,00,000 lakhs P.A. (plus Applicable GST) 2) Rs.2,00,00,000 Crs. P.A. (Inclusive of Variable/performance-based incentive of Rs. 80 lakhs)
3)	Recognition or Awards	Nil
4)	Job profile and suitability	He shall be entrusted with substantial powers of management over the affairs of the Company and shall be responsible for the entire business operations of the Company
5)	Remuneration proposed	Remuneration as specified in Resolution at item no.2 of this notice

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Considering the size and scale of the Company's operations, the complexity of its business, and the enhanced responsibilities undertaken by Mr. Garimella Veera Bhadram, the proposed remuneration is deemed fair, reasonable, and commensurate with industry standards for similar positions in comparable companies. The structure has been benchmarked against prevailing norms and aligns with the appointee's professional experience, profile, and contributions to the Company.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from the remuneration specified above, Mr. Veera Bhadram Garimella holds 3000 (Three thousand) shares in the Company. Other than this, he does not have any other pecuniary relationship with the Company."

C. Other Information

1. Reason for loss or inadequate profits:

In the face of macroeconomic challenges and industry headwinds, including geopolitical tensions, which lead to price volatility in the agrochemical industry, supply chain disruptions, and regulatory changes, the Company faced a setback in maintaining its past performance levels. Operating in the agrochemical and pesticide sector, which is inherently seasonal and heavily reliant on the Kharif and Rabi agricultural cycles, the Company's performance is significantly influenced by monsoon patterns. Variations in rainfall timing and distribution directly impact product demand, leading to fluctuations in revenue and profitability. These external and seasonal factors collectively resulted in a significant loss for the Company in the financial year 2023-24, while the performance for the nine months of FY 2024-25 remains under review.

2. Steps taken or proposed to be taken for improvement

The Company has initiated a series of strategic and operational initiatives aimed at strengthening its financial and operational position. Leveraging its inherent strengths—namely, its established

reputation as a premium manufacturer, its portfolio of well-recognized brands, and its extensive pan-India distribution network—the Company is well-positioned to navigate market adversities and capitalize on growth opportunities. In furtherance of these objectives, the Company has undertaken targeted measures to enhance productivity, optimize operational efficiency, and implement cost rationalization strategies. These initiatives are expected to contribute positively towards improving the Company's profitability and overall financial performance in the ensuing periods.

3. Expected increase in productivity and profits in measurable terms

The Company has undertaken a series of focused initiatives aimed at sustaining its market leadership, enhancing market penetration, and improving overall financial performance. These measures include inter-alia streamlining operations, optimizing resource allocation, strengthening the distribution network, and adopting innovative marketing strategies. The Company has also been proactively implementing cost control mechanisms and productivity enhancement programs. As a result of these concerted efforts, the Company anticipates a measurable improvement in operational efficiency and a corresponding increase in profitability over the forthcoming financial periods, subject to normal market conditions and other external factors.

By order of the Board
for **NACL Industries Limited**

sd/-

Date: May 09, 2025
Place: Hyderabad

Satish Kumar Subudhi
Vice President – Legal & Company Secretary
(FCS-9085)